

PLUM FINTECH LIMITED (the "Company")

**MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "Act")**

Circulated 14 June 2016

Passed 14 June 2016

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act hereby AGREE and RESOLVE

- in the case of resolution 1, that the same take effect as if it had been passed as an ordinary resolution of the Company at a general meeting duly convened and held, and
- in the case of resolutions 2 and 3, that the same take effect as if they had been passed as special resolutions of the Company at a general meeting duly convened and held

ORDINARY RESOLUTION

- 1 **THAT** in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to allot and issue shares in the Company (the "Shares") and to grant rights to subscribe for or to convert any security into Shares (the "Rights") up to 50,000 Shares (the "Advance Shares") provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company prior to such expiry save that the Company may, before such expiry, make an offer or agreement which would or might require Advance Shares to be allotted or Rights to be granted after such expiry and the directors may allot the Advance Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTIONS

- 2 **THAT** the share capital of the Company be altered by the sub-division and re-classification of all the 10 issued A ordinary shares of £0 0001 each in the capital of the Company into 100 ordinary shares of £0 00001 each and 10 issued B ordinary shares of £0 0001 each in the capital of the Company into 100 ordinary shares of £0 00001 each, each such shares having the rights and being subject to the restrictions set out in the articles of association of the Company
- 3 **THAT** in accordance with section 570 of the Act, the directors are generally empowered to allot the equity securities described in resolution 1 as if section 561(1) of the Act, or any other restrictions as to pre-emption contained in the articles of association of the Company or otherwise, do not apply to such allotment, and any rights of pre-emption in connection therewith be and are hereby waived

[Signature Pages Follow]

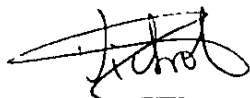


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "**Resolutions**")

The undersigned, being the sole member of the Company and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

Signed



Name

VICTOR TROKOUDES

Date

14th June 2016

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Sarah McConville at JAG Shaw Baker, 4th Floor Woolverstone House, 61 – 62 Berners Street, London W1T 3NJ
- **Post** returning the signed copy to Sarah McConville at JAG Shaw Baker, 4th Floor Woolverstone House, 61 – 62 Berners Street, London W1T 3NJ
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to sarah.mcconville@jagshawbaker.com

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document